

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE ITT EDUCATIONAL SERVICES,
INC. SECURITIES LITIGATION

Civil Action No. 13-cv-1620-JPO
ECF Case

**DECLARATION OF CAROL V. GILDEN IN SUPPORT OF LEAD PLAINTIFFS'
MOTION FOR CLASS CERTIFICATION**

I, Carol V. Gilden, declare under penalty of perjury that the following statements are true and correct:

1. I am a partner at Cohen Milstein Sellers and Toll PLLC, counsel for Lead Plaintiffs and the proposed Class in this action. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.
2. Attached hereto as Exhibit 1 is a true and correct copy of the Expert Report of Dr. Michael Hartzmark, along with exhibits thereto.
3. Attached hereto as Exhibit 2 is a true and correct copy of the firm résumé of Cohen Milstein Sellers & Toll PLLC.

I make the foregoing statements under oath and under penalty of perjury.

DATED: March 27, 2015

/s/ Carol V. Gilden
Carol V. Gilden